

RECORDATION NO. 27341 FILED

JAN 09 '08 -11 00 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL: alvordlaw@aol.com

January 9, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Net Railcar Lease, dated as of November 28, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: BBRX Four LLC
885 Second Avenue, 49th Floor
New York, NY 10017

Lessee: NRG Power Marketing Inc.
211 Carnegie Center
Princeton, NJ 08540

Anne K. Quinlan, Esq
December 21, 2007
Page 2

A description of the railroad equipment covered by the enclosed document is:

35 railcars within the series BNBX 120007 - BNBX 120109 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Net Railcar Lease.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a horizontal line extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

JAN 09 '08 -11 00 AM

MEMORANDUM OF NET RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF NET RAILCAR LEASE dated as of November 28, 2007, to that certain Master Net Railcar Lease dated as of November 28, 2007, between BBRX FOUR LLC, a Delaware limited liability company (the "Lessor") and NRG POWER MARKETING Inc., a Delaware corporation (the "Lessee") (the "Master Lease"), pursuant to which Schedule No. 01 has been executed, is made by the Lessor and the Lessee (the Lessor and together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Net Railcar Lease dated as of November 28, 2007, and the Parties have entered into that certain Schedule No. 01 thereto effective as of the same date (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Cars");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.


NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

This Memorandum of Net Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

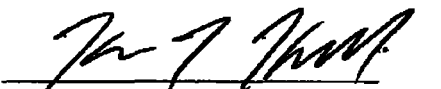
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has caused this Memorandum of Net Railcar Lease to be executed by a duly authorized officer as of the day and year set forth below.

BBRX FOUR LLC, as Lessor

By: 
Name: LARRY LITTLEFIELD
Title: VICE PRESIDENT
Date: 12/11/07

NRG POWER MARKETING Inc., as Lessee

By: 
Name: Kevin T. Howell
Title: Chairman, President and CEO
NRG Power Marketing Inc.
Date: 12/7/2007

STATE OF New York)

) SS:

COUNTY OF New York)

On 12/11, 2007, before me, Indra Bedasie, Notary Public, personally appeared Larry Littlefield, personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



INDRA BEDASIE
Notary Public, State of New York
No. 01BE6014602
Qualified in Queens County
Certificate Filed in New York County
Commission Expires October 19, 2012

STATE OF New Jersey)

) SS:

COUNTY OF Mercer)

On Dec 7th, 2007, before me, Lisa A. Balder, Notary Public, personally appeared KEVIN T. HOWELL, personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Lisa A. Balder

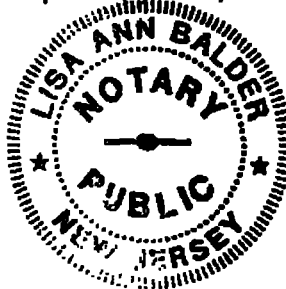



EXHIBIT A
MEMORANDUM OF NET RAILCAR LEASE

| <u>Quantity</u> | <u>Car Description</u> | <u>Reporting Marks and Numbers</u> |
|------------------|--|---|
| Thirty five (35) | 4520 CF Aluminum body BethGon II Coal Porter railcars, 286,000 lbs. GRL, AAR Car Type Code J311, built in 2006 by FreightCar America, Inc. | BNBX 120007 BNBX 120016 BNBX 120020 BNBX 120021 BNBX 120025 BNBX 120026 BNBX 120031 BNBX 120044 BNBX 120045 BNBX 120046 BNBX 120047 BNBX 120048 BNBX 120049 BNBX 120069 BNBX 120070 BNBX 120078 BNBX 120082 BNBX 120083 BNBX 120084 BNBX 120085 BNBX 120086 BNBX 120087 BNBX 120088 BNBX 120089 BNBX 120090 BNBX 120092 BNBX 120093 BNBX 120097 BNBX 120101 BNBX 120103 BNBX 120104 BNBX 120106 BNBX 120107 BNBX 120108 BNBX 120109 |

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 1/9/08



Robert W. Alvord